

NOTICE FOR EXTRAORDINARY GENERAL MEETING

Notice is hereby given that Extraordinary General Meeting ("EOGM") of National Bank of Pakistan (the "Bank") will be held on **Friday, November 22, 2024 at 04:00 P.M. (PKT) at Crystal Ballroom, Marriott Hotel, Karachi, Pakistan and through electronic means.**

The following business will be transacted in the Meeting:


1. To confirm minutes of the 75th Annual General Meeting (AGM) of Shareholders held on March 28, 2024.

Special Business:

2. To consider and approve the compensation package of the President/CEO of the Bank, as recommended by the Board of Directors.
3. To transact any other business with permission of the Chair.

By Order of the Board

Karachi, Pakistan
Dated: October 31, 2024


S. M. Ali Zamin
Secretary (Board)

NOTES:

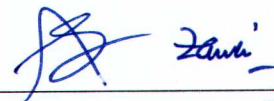
The share transfer books of the Bank shall remain closed from November 15, 2024 to November 22, 2024 (both days inclusive). Transfers received at Messrs. CDC Share Registrar Services Limited, CDC House 99-B, Block "B", SMCHS, Main Shahrah-e-Faisal, Karachi - 74400, the Bank's Share Registrar and Transfer Agent, at the close of business on November 14, 2024 will be treated in time for the purpose of attending the meeting.

PARTICIPATION IN EXTRAORDINARY GENERAL MEETING:

The Extraordinary General Meeting is being conducted as per guidelines circulated by SECP. The following arrangements have been made by the Bank to facilitate the maximum participation of shareholders in the EOGM through video link facility, either in-person or through appointed proxies:

a) Attending Meeting through Electronic Means

In order to attend the EOGM through electronic facility, the members are requested to get themselves registered with CDC Share Registrar Services Limited upto November 21, 2024 till 05:00 PM at cdcsr@cdcsrsl.com or WhatsApp No. +92-321-8200864 and they are requested to provide the information as per the below format:



S. #	Company Name	Folio Number / CDC Account #	Name of the Shareholder	CNIC #	Cell #	E-mail Address
	NBP					

The details of electronic facility will be sent to the members at the email address provided by them. The login facility will be opened at 03:30 PM on November 22, 2024 enabling the participants to join the proceedings after identification and verification process before joining the meeting, which will start at 04:00 PM (PKT).

b) Attending Meeting Physically

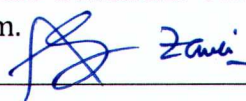
Arrangements for physical gathering of shareholders have been made at Crystal Ballroom, Marriott Hotel Karachi.

c) Attending Meeting through Proxies

- I. All members, entitled to attend and vote at a General Meeting, are entitled to appoint another member in writing as their proxy to attend and vote on their behalf. A legal entity, being a member, may appoint any person, regardless of whether they are a member or not, as proxy.
- II. The proxy instrument must be complete in all aspects and in order to be effective should be deposited at Office of the Registrar or Office of the Secretary Board, 2nd floor, NBP Head Office, I.I. Chundrigar Road, Karachi not later than 48 hours before the time of holding the meeting.
- III. For attending the meeting through electronic means (Zoom), proxy form shall be submitted along with proxy holders' email address and mobile number.
- IV. If any member appoints more than one proxy for any one meeting and more than one instrument of the proxy are deposited with the Registrar/Bank, all such instruments of proxy shall be rendered invalid.

d) Guidelines for Appointing Proxies:

- i) In case of individuals, the account holder or sub-account holder and/or the person whose securities are in group account and their registration details are uploaded as per the regulations shall submit the proxy form as per the requirements mentioned below:
 - a) The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers must be mentioned on the form.
 - b) Attested copy of CNIC or the Passport of the beneficial owner(s) and of the proxy shall be furnished with the proxy form.

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- ii) In case of a legal entity, the original or duly authenticated Board of Directors' resolution or power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) along with proxy form to Messrs. CDC Share Registrar Services Limited or to the Office of Secretary Board, 2nd floor, NBP Head Office, I.I. Chundrigar Road, Karachi.

(Proxy Form is being mailed with the Notice and is also available on NBP website: www.nbp.com.pk)

- Members are requested to immediately notify any change in their address to the Bank's Registrar/Shares Transfer Agent i.e., Messrs CDC Share Registrar Services Limited.

PROCEDURE FOR VOTING FOR SPECIAL AGENDA ITEM

It is hereby notified that according to the Companies (Postal Ballot) Regulations, 2018 and its amendments notified vide SRO 2192(I)/2022 dated December 05, 2022 members will be allowed to exercise their right to vote for the special business in the Extraordinary General Meeting (EOGM), in accordance with the conditions mentioned in the aforesaid regulation, the Bank shall provide its members with the following options for voting:

E-Voting Procedure

- a) The Bank's Share Registrar in accordance with the Companies (Postal Ballot) Regulations, 2018 will send complete information to the members, including but not limited to, web address, login detail, password, date of casting e-vote and other necessary details through email; and security code through SMS on their registered email and mobile number available in the members' register.
- b) Identity of the member intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login.
- c) Individual interested to cast his / her vote through e-voting, availability of his/her CNIC, mobile number and email address and in case of a corporate entity NTN in company's record is mandatory.
- d) It is mandatory for all CDS account holders to update their records with their participants and physical shareholders with Bank's Share Registrar i.e., CDCSRSL before book closure date.
- e) Voting line for Special Agenda item will be opened for the Shareholders from November 19, 2024 at 09:00 A.M. till November 21, 2024 at 5:00 P.M.



Postal Ballot

The Shareholders shall ensure duly-filled and signed ballot paper along with copy of CNIC, in case of individual and in case of body corporate, acceptable identification documents i.e., the Original or duly authenticated Board of Directors' resolution / power of attorney along with valid copies of CNIC of authorized signatories etc. should reach through post to the Chairman, National Bank of Pakistan, Head Office Building, 2nd floor, I. I. Chundrigar Road, Karachi, Pakistan or by email at eogm@nbp.com.pk by November 21, 2024 till 5:00 P.M. i.e., before the day of poll.

Vote Casting In-Person or Through Proxy

Polling booth will be established at the place of physical gathering of the EOGM for voting.

STATEMENT OF MATERIAL FACTS

This Statement sets out material facts concerning the special business given in agenda item No. 2, of the Notice, to be transacted in the EOGM of NBP's shareholders to be held on November 22, 2024.

Item No. 02:

TO CONSIDER AND APPROVE THE COMPENSATION PACKAGE OF THE PRESIDENT/CEO OF THE BANK, AS RECOMMENDED BY THE BOARD OF DIRECTORS.

Mr. Rehmat Ali Hasnie was appointed as President/CEO of the Bank in terms of Section 11 (3) (a) of The Banks (Nationalization) Act, 1974, by the Federal Government for a term of three (03) years with immediate effect vide Finance Division (GoP) Notification No. F. 1 (9)/Bkg-III/2022-1119 dated August 07, 2023. He assumed the charge as President/CEO on August 07, 2023. Accordingly, in terms of Section 11(3) (a) of the Banks (Nationalization) Act, 1974, the Board in its 367th meeting held on October 21, 2024 has recommended his compensation package as President/CEO of the Bank, in terms of Section 11(3)(a) of The Banks (Nationalization) Act, 1974 to the General Meeting of the Shareholders for approval.

The shareholders are requested to approve the compensation package of Mr. Rehmat Ali Hasnie, President/CEO of the Bank as recommended by the Board of Directors by passing the following resolution:

"RESOLVED THAT the following compensation package of Mr. Rehmat Ali Hasnie, President/CEO of the Bank, as recommended by the Board of Directors of the Bank with effect from the date he assumed the office of the President/CEO, NBP i.e., August 07, 2023 to August 06, 2026 (for a period of three years), be and is hereby approved in terms of Section 11 (3) (a) of the Banks (Nationalization) Act, 1974 subject to deduction of applicable taxes:



Subject	Compensation Package of Mr. Rehmat Ali Hasnie, President/CEO - NBP
Gross Salary	PKR 9.0 million per month
Variable Salary / Annual Performance Bonus	The Performance bonus of the President/CEO will be based on Key Performance Indicators, as approved by the shareholders.
House Rent Allowance	PKR 1.0 million per month in lieu of concessional staff home loan.
Utilities, Security arrangements and Domestic Help	<ul style="list-style-type: none"> ○ Utilities (Electricity, gas, water) at actual. ○ Two (2) telephone(s) at residence / Two (2) Mobile Phone(s) and monthly bills at actual. ○ Security arrangement to be provided by the Bank. Deployment of four (04) security guards i.e. two security guards on 12 hours shift basis at residence. ○ Salary of five (05) persons for domestic help (PKR 150,000/-) per month on reimbursement basis.
Home Furnishing Allowance	Amount equivalent to one gross salary payable once during tenure of the Presidency.
Vehicles and Fuel	The President/CEO would be provided with one new vehicle up to 2,800 cc (Local assembled) and one best available car from the Bank's pool, with the option to purchase one car at 10% of the cost or WDV, whichever is higher at separation or on expiry of the contract. Fuel for the Bank provided vehicle at actual.
Drivers	Two drivers to be provided by the Bank or alternatively, salary of two drivers to be reimbursed @ PKR 35,000/- per driver per month.
Leave Entitlement	Annual leave of 30 days and casual / sick leave 18 days per annum. Annual leave may be accumulated up to 90 days, which is encashable on the basis of last drawn gross salary.
Generator facility at Residence	Up to PKR 0.8 Million generator to be amortized over the period of contract.
Official Travel/Expenses Reimbursement	As per Bank's travel policy available for senior executives of the Bank.
Medical	Full-fledged Medical / Dental coverage for self and dependent family members within Pakistan on reimbursement basis at actual. No post separation or retirement medical / dental facility will be available.
Group / Life Insurance	Life Insurance coverage to be provided by the Bank (Amount PKR 30 million) during the tenure of contract. 50% yearly premium to be paid by him and remaining 50% yearly premium to be paid by the

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	Bank during the tenure of contract only.
Terminal Benefits	Gratuity to be paid at one-month last drawn gross salary for each year of service. Six (06) months or more to be treated as a completed year of service.
Club Membership	Membership (Entry fee) for one club of incumbent's choice to be paid by the Bank. Subscription / other charges of 3 clubs at actuals to be paid by the Bank.
Annual Salary and Benefits Review	The package shall remain fixed during the tenure of the contract.
Separation from Bank's Service	<p>In case of Termination of Contract: Three months' notice period or gross salary in lieu thereof to be paid by the Bank.</p> <p>In case of Resignation: Three months' notice period or gross salary in lieu thereof to be paid to the Bank".</p>

Disclosure: In terms of Section 134(3) of The Companies Act, 2017, no Director/Chairman, except the President/CEO, is directly or indirectly interested in the special resolution.